

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE WALGREEN CO. STOCKHOLDER
LITIGATION

Civil No. 1:14-cv-9786

JOHN BERLAU,

Objector.

**SUPPLEMENTAL DECLARATION OF JOHN BERLAU IN SUPPORT OF
OBJECTION TO SETTLEMENT AND TO PLAINTIFFS' MOTION FOR
ATTORNEYS' FEES**

Now comes John Berlau, and states the following under oath and under penalty of perjury in support of his objection:

1. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I am a class member in this action and filed an Objection to Settlement and to Plaintiffs' Motion for Attorneys' Fees on November 5, 2015 and executed a Declaration in support of the Objection. I executed the Declaration on November 4, 2015 and sent it to my counsel of record, Melissa A. Holyoak, on November 4, 2015.

3. On November 5, 2015, I contacted my attorney Melissa A. Holyoak to inform her that I had received a Notice postcard the night before about the Settlement in this action. The claim number on the postcard is WGH-00557294-554888. A true and correct copy of the Notice postcard is attached hereto as Exhibit A.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 6, 2015, in Washington, D.C.

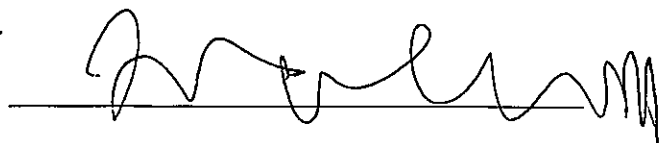


EXHIBIT A

**NOTICE OF PENDENCY
OF CLASS ACTION,
SETTLEMENT HEARING,
AND RIGHT TO APPEAR**

**YOUR LEGAL RIGHTS
MIGHT BE AFFECTED
BY THIS SETTLEMENT.**

**PLEASE READ THIS
NOTICE CAREFULLY.**

See important notice
on the other side.

WGH
JUN-SP1 22303

In Re Walgreen Co. Stockholder Litigation

Notice Administrator
c/o KCC Class Action Services
P.O. Box 40008
College Station, TX 77842-4008

**PRESORTED
FIRST-CLASS MAIL
U.S. POSTAGE
PAID
COMMUNICATION
SERVICES**



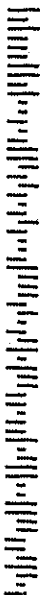
Postal Service: Please do not mark barcode

Claim#: WGH-00557294 - 554888

JOHN L BERLAU

2451 MIDTOWN AVE APT 1127

ALEXANDRIA VA 22303-1435



TO: ALL PERSONS OR ENTITIES WHO HELD SHARES OF WALGREEN CO. ("WALGREEN" OR THE "COMPANY") COMMON STOCK (OR ANY INTEREST THEREIN), EITHER OF RECORD OR BENEFICIALLY, AND THEIR SUCCESSORS IN INTEREST AT ANY TIME BETWEEN AND INCLUDING AUGUST 5, 2014 AND DECEMBER 31, 2014 (THE "CLASS PERIOD").

IF YOU HOLD WALGREEN CO. COMMON STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER. ALTERNATELY, YOU MAY PROVIDE A LIST OF THE NAMES AND ADDRESSES OF SUCH BENEFICIAL OWNERS TO THE NOTICE ADMINISTRATOR BY EMAILING nominees@WalgreenProxyShareholderSettlement.com. MORE INFORMATION REGARDING THE NOTICE ADMINISTRATOR IS AVAILABLE AT www.WalgreenProxyShareholderSettlement.com.

A settlement has been reached in a class action related to Step 2 of Walgreen's acquisition of Alliance Boots, GmbH. Among other things, the Plaintiffs sought to enjoin the Defendants from proceeding with the acquisition unless and until they remedied certain alleged disclosure violations. The Defendants contend that the Plaintiffs' allegations are without merit and deny that they did anything wrong. However, the Defendants agreed to make certain supplemental disclosures and to settle the Plaintiffs' actions.

What Does The Settlement Provide?

Pursuant to a Memorandum of Understanding providing for the settlement of the action, the Defendants made supplemental disclosures prior to Walgreen shareholders' vote on the acquisition. The information contained in the supplemental disclosures had not been included in the Proxy filed with the SEC and Plaintiffs considered such information to be material and important for Walgreen shareholders to make a fully informed decision with respect to whether or not to vote their shares in favor of the acquisition.

What Are Your Rights?

Record holders and beneficial owners of Walgreens common stock during the Class Period and certain other individuals are members of the Settlement Class, and their rights may be affected by this action and the settlement thereof. You are hereby notified that pursuant to an Order of the United States District Court for the Northern District of Illinois, a hearing will be held on November 20, 2015, at 10:00 a.m., in Courtroom 2325 of the United States District Court for the Northern District of Illinois, 219 South Dearborn Street, Chicago, Illinois 60604 (the "Settlement Hearing") to consider whether to approve the settlement and the requested attorneys' fees. As described in the notice available at www.WalgreenProxyShareholderSettlement.com, if you are a member of the Settlement Class, you may:

DO NOTHING	You will be bound by the judgment entered by the Court if it approves the settlement, including releasing the settled claims.
OBJECT	You may write to the Court by November 6, 2015 if you wish to object to the Settlement, the judgment to be entered in the action, certification of the Settlement Class, and/or Plaintiffs' attorneys' fee petition.
GO TO THE SETTLEMENT HEARING	You may attend and, subject to certain requirements, speak at the Settlement Hearing.

Do You Have an Attorney in this Action?

Pomerantz LLP ("Pomerantz"), Friedman Oster PLLC ("Friedman Oster"), Levi & Korsinsky LLP ("Levi & Korsinsky"), the Law Office of Alfred G. Yates, Jr., P.C., and D'Ignazio Lubin, P.C., represent you and other members of the Settlement Class in the action. You will not be charged for these Plaintiffs' Counsel. Instead, any award of attorneys' fees to Plaintiffs' Counsel will be paid by Walgreen, Plaintiffs' Counsel intend to petition the Court for an award of attorneys' fees and expenses not to exceed \$370,000 for their efforts in litigating this case. If you want to be represented by your own lawyer, you may hire one at your own expense.

How Do You Get More Information?

For more information, visit www.WalgreenProxyShareholderSettlement.com, or contact Gustavo F. Bruckner, Pomerantz LLP, at (212) 661-1100. 026FPA